

BYLAWS OF THE GREATER BUFFALO TRACK CLUB, INC.

(Adopted 1/9/18)

Whereas this corporation was organized and incorporated May 13, 1988 and

Whereas there have been extensive changes in the statutes and case law of the State of New York referring to our type of corporation

Therefore, we the membership deems it necessary to revoke all prior bylaws and enact a new set as of the date set forth herein.

I. NAME

The name of the organization shall be "Greater Buffalo Track Club, Inc." hereafter referred to as "the Corp".

II. PURPOSE

The Corp is organized to provide a social and athletic organization for all runners and all people associated in related athletic activities and to foster the social and athletic spirit associated with running and athletics in the Greater Buffalo area. The Corp also engages in community activities, to publicize by appropriate means, the benefits of running as a means of physical fitness to improve the health status of people in our community.

III. AFFILIATION

The Corp shall be an affiliate of the Road Runners Club Of America, and all measures adopted by that body must be considered by this organization. This Corp will submit a portion of the annual dues described in section V to the RRCA as membership in that body shall require.

IV. MEMBERSHIP

Membership in the Corp will be on an annual basis starting January 1. Anyone over the age of 18 years of age, may join the Corp without regard to race, religion, color, national origin, gender, sexual orientation, physical condition. Individuals who wish to participate in the activities of this organization shall submit dues annually, complete an annual application for membership, which includes agreeing to follow the Corp's code of conduct.

A. CODE OF CONDUCT

1. Always show respect your fellow club members at all times;
2. Always show respect and appreciation for the volunteers who give their time to help the club and/or event(s);
3. Never yell, taunt, or threaten physical violence upon another member of the club, a volunteer or event spectator (Members with a criminal history of violence or with a legal restraining order against them by another member may be barred from membership and participation in all club activities);
4. Never use abusive or vulgar language, or make racial, ethnic or gender-related slurs or derogatory comments at club events;
5. Never make unwanted sexual or physical contact with other members (Members found to be listed on a sex offender registry, convicted of a sex crime, or caught having, creating, or

distributing child pornography will be immediately barred from membership and all participation in club activities.);

6. Always report violations of the Member Code of Conduct policy to the Board in writing.

V. DUES

The annual dues rate for the Corp membership will be set on an annual basis by the Officers and shared annually with the membership as part of the regular join and renew process for the Corp.

VI. MEETING OF THE MEMBERSHIP

There shall be a regular annual meeting of the membership in the 1st quarter of each year on a date and at a time and place to be set by the Officers. The election of officers will be conducted at the annual meeting. Other meetings of the membership may be called by the Officers at their discretion.

VII. OFFICERS AND ELECTIONS

The club shall be governed by the Board which shall be the Officers; all of whom are above 18 years of age. The general membership elects the following Officers: president, vice president, treasurer, and secretary on an annual basis.

A. Officers responsibilities. The Officers listed above are the governing authority and have total oversight over the management of the Corp's affairs. It carries out all the objectives and purposes for which the Corp is organized. This general mandate includes, but is not limited to, setting Corp policy, financial oversight, strategic planning, fundraising, legal oversight, determining and monitoring the Corp's programs and services, elevating the Corp's public image, and hiring of any employees or independent contractors.

B. Officers and Duties:

1. President - to preside over meetings, represent this association with the RRCA, to call any special meetings, and to appoint committees and chairpersons. **A vacancy in the Office of President shall be filled by the Vice-President.**
2. Vice-President - to assume the powers of the president in his/her absence, and to take on special assignments as requested by the president.
3. Secretary - to record minutes at all meetings in accordance with Roberts Rules of Order, to keep a file of such minutes, oversee the election process for all Officers, and, when requested by the president, to accept assignments involving correspondence and the keeping of records.
4. Treasurer - Oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organizations assets, draft financial policies for Officers approval, anticipate and report financial problems, ensure the Officers receive regular and accurate financial statements and that the Officers understand the information presented, ensure federal, state, and local reporting takes place, and other duties as requested by the President.

C. Eligibility: All Officers Members must be dues paying members of the organization and in good standing. Officers of the Corp shall not be related.

D. Term of Office. Term of office shall be one year (12 months), beginning with or at the close of the annual membership meeting. The president will appoint any Officers seat vacated during a term, with approval by the

remaining Officers within 60 days of resignation of the seat. Appointed terms will end with the term of the seat, which is at the close of the annual membership meeting.

E. Absence. Should any Officer absent himself unreasonably from three consecutive meetings without sending a communication to the President or Secretary stating his reason for so doing, and if his excuse should not be accepted by the Officers, his seat may be declared vacant, and the President may forthwith proceed to fill the vacancy.

F. Vacancies. Whenever any vacancy occurs with any of the Officers by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the members of the Corp at the next meeting.

G. Removal of Directors. Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any meeting.

H. Elections: All Officers members shall be elected by a majority vote of those present at the annual membership meeting.

VIII. Procedures

A. Voting. At least seven (7) days' notice will be given to the Corp membership whenever an issue is being put to a vote. All questions the manner of deciding which is not otherwise prescribed shall be decided by majority vote of the members present in person and each member shall have one vote.

B. Procedural requirements: Parliamentary procedure will be carried on at meetings, and every effort will be made to discuss any measures coming before the group. A majority vote of the Officers and members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment. No official meeting shall be held unless a quorum is present. A quorum shall consist of twice the number of elected Officers plus one (1).

IX. FINANCES

The Officers set membership dues. The Officers may authorize the president and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corp with approval of the Officers majority. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corp are signed by authorized officers or employees and in accordance with policies and procedures adopted by the Officers. All monies for the Corp are deposited to the credit of the Corp in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency. No Corp funds may be deposited in the personal account of a member or Officers. The treasurer reviews the status of the general fund at least quarterly.

X. INDEMNIFICATION

The Officers of the Corporation shall be indemnified by the Corporation against expenses actually and necessarily incurred by them or anyone of them. In connection with the defense of any action, suit, or proceeding to which he or she is made a party by reason of having been a member of the Officers or an officer of the Corporation, except in relation to matters in which such officer or member of the Officers may have been adjudged liable for gross negligence or willful misconduct. The right of indemnification provided herein will inure to each officer and member of the Officers at the time such costs or expenses are incurred, and in the event of death, to the personal representatives of such fiduciary.

XI. TAX STATUS AND DISSOLUTION

No part of the net earnings of the Corp inures to the benefit of, or is distributable to, its members, or officers; except that the Corp may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the Corp's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The Corp may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Regardless of any other provision of these articles, the Corp may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corp, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or other 501(c)(3) nonprofit organization with a similar purpose to the Corp's.

XII. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Corporation.

Adopted this 9th day of
January, 2018